



Matrix

Matrix Leasing International, Inc.
First Bank Place
601 Second Avenue South
Minneapolis, MN 55402-4302
612 973-0672

RECORDATION NO 10523-C FILED 1425

JUL 27 1992-3 10 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO 10311-C FILED 1423

JUL 27 1992-3 10 PM

2-209A032

July 24, 1992

INTERSTATE COMMERCE COMMISSION

Mrs. Mildred Lee
Interstate Commerce Commission
Room 2303
12th and Constitution Avenue N.W.
Washington, D.C. 20423

AIRBORNE EXPRESS

JUL 27 3 10 PM
NOTED

RE: Trust Indenture and Security Agreement dated as of March 15, 1979, between **Continental Bank N.A.** (formerly called Continental Illinois National Bank and Trust Company of Chicago), as Security Trustee, and **First Security Bank of Utah, N.A.**, not in its individual capacity but solely as Owner Trustee (Recordation Number 10311)

and

Trust Indenture and Security Agreement dated as of April 15, 1979, between **Continental Bank N.A.** (formerly called Continental Illinois National Bank and Trust Company of Chicago), as Security Trustee, and **First Security Bank of Utah, N.A.**, not in its individual capacity but solely as Owner Trustee. (Recordation Number 10523)

Dear Mrs. Lee:

I enclose two (2) executed and notarized originals of each of the following agreements for recordation:

(1) Termination Agreement dated as of July 21, 1992 by and between **Continental Bank N.A.** (formerly called Continental Illinois National Bank and Trust Company of Chicago), as Security Trustee, and **First Security Bank of Utah, N.A.**, not in its individual capacity but solely as Owner Trustee relating to Trust Indenture of March 15, 1979.

(2) Termination Agreement dated as of July 21, 1992 by and between **Continental Bank N.A.** (formerly called Continental Illinois National Bank and Trust Company of Chicago), as Security Trustee, and **First Security Bank of Utah, N.A.**, not in its individual capacity but solely as Owner Trustee relating to Trust Indenture of April 15, 1979

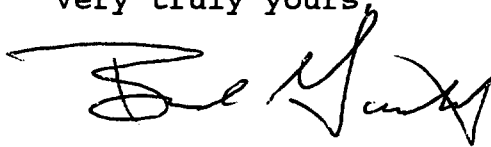
Mrs. Mildred Lee
July 24, 1992
Page 2

I have also enclosed our checks, each in the amount of \$16.00 as our filing fee for each document. Please record these and return a file stamped copy of each to me at the following address:

Mr. Bradley C. Gunstad
Leasing Division
First Bank N.A.
First Bank Place
601 Second Avenue South
Minneapolis, MN 55402-4302

I can be reached at 612-973-0658 if you have any questions. Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Bradley C. Gunstad', written in a cursive style.

Bradley C. Gunstad

enc.

RECORDATION NO. 10311-C FILED 1425

JUL 27 1992 -3 10 PM

TERMINATION AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS TERMINATION AGREEMENT is dated as of July 21, 1992 by and between **CONTINENTAL BANK N.A. (formerly called Continental Illinois National Bank and Trust Company of Chicago)** as Security Trustee (herein the "Security Trustee") and **FIRST SECURITY BANK OF UTAH, N.A.**, not in its individual capacity but solely as owner trustee (herein the "Owner Trustee") under a Trust Agreement dated as of March 15, 1979 with **FIRST BANK NATIONAL ASSOCIATION**, as successor by assignment to First Security Bank of Idaho, N.A.), (herein the "Owner").

WHEREAS the CHICAGO AND NORTHWESTERN TRANSPORTATION COMPANY (herein the "Lessee") has heretofore executed and delivered to Owner Trustee that certain Lease of Railroad Equipment dated as of March 15, 1979 (herein the "Lease") pursuant to which Lessee has leased from Owner Trustee six (6) GP-7 and four (4) GP-9 Diesel Electric Locomotives (herein the "Collateral"); and,

WHEREAS, the Owner Trustee and the Security Trustee entered into that certain Trust Indenture and Security Agreement dated as of March 15, 1979 (herein the Security Agreement) under which Owner Trustee interest in the Lease and Collateral was pledged to the Security Trustee; and,

WHEREAS, the Security Agreement and the Lease were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 on April 24, 1979 at 4:05 p.m., recordation numbers 10311 and 10311-A, respectively.

WHEREAS, the obligations of the Owner Trustee to the Security Trustee under the Security Agreement have been satisfied in full and the Owner Trustee and the Security Trustee desire to terminate the Security the Agreement and the Security Trustee interest in the Collateral.

NOW THEREFORE, for \$1.00 and other good and valuable consideration, receipt of which is hereby acknowledged, the Security Trustee and the Owner Trustee, with due authority from the Owner, hereby Terminate, upon filing of this Agreement with the

Interstate Commerce Commission, the Security Agreement and all of the Security Trustee's right, title and interest in and to the Collateral.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized officers.

SECURITY TRUSTEE

CONTINENTAL BANK, N.A.

BY: Alice K. Greenhouse

ITS: TRUST OFFICER

DATE: July 21, 1992

OWNER TRUSTEE

**FIRST SECURITY BANK OF UTAH,
N.A., NOT IN ITS INDIVIDUAL
CAPACITY BUT SOLELY AS OWNER
TRUSTEE**

BY: John B. Curtis

ITS: Trust Officer

DATE: July 16, 1992

STATE OF ILLINOIS)

)

COUNTY OF COOK)

On this 21st day of JULY, 1992, before me personally came Alice K. Greenhouse, to me known, who, being by me duly sworn, did depose and say that she is the TRUST OFFICER of Continental Bank, National Association, a national banking association corporation, and she acknowledged to me she executed the foregoing document on behalf of said corporation by order of its Board of Directors and that such document was the free act and deed of said corporation.

Witness my hand and official seal.

V. Washington

Notary Public in and for said State



My commission expires:

9-20-92

STATE OF UTAH)
) ss:
COUNTY OF SALT LAKE)

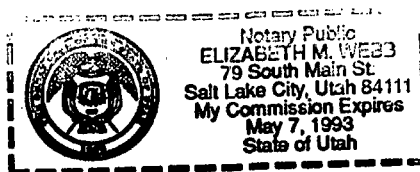
On this 16th day of July, 1992, before me, personally came Jodie B. Curtis, to me known, who being by me duly sworn, did depose and say that she is a Trust Officer of First Security Bank of Utah, National Association, and she acknowledged to me she executed the foregoing document on behalf of said association by order of its Board of Directors and that such document was the free act and deed of said association.

Witness my hand and official seal.

Elizabeth M. Webb
Notary Public in and for said State

My Commission expires:

May 7, 1993



Interstate Commerce Commission

Washington, D.C. 20423

7/27/92

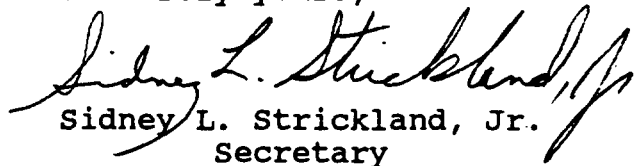
OFFICE OF THE SECRETARY

Mr. Bradley C. Gunstad
Leasing Division
First Bank N.A.
First Bank Place
601 Second Avenue South
Minneapolis, MN. 55402-4302

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/27/92 at 3:10PM, and assigned recordation number(s). 10311-C and 10523 C.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary